FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OME	3 APPF	ROVAL
OMB Numb	er:	3235-0076
Expires:	Nove	mber 30, 2001
Estimated a	verage	burden
hours per re	espons	e16.00

SEC USE ONLY							
Prefix		Serial					
	DATE F	RECEIVED					
	1						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) 17401								
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 X	Rule 506 RECEIVED (6) ULOE						
Type of Filing: X New Filing	☐ Amendment							
	A. BASIC IDENTIFICATION DA	MAY 2 2 2002						
1. Enter the information requested about		" " "						
Name of Issuer (☐ check if this is an ame:	ndment and name has changed, and indicat	te change.)						
Advance Hedge Fund Equities, LP		16/ 16/						
Address of Executive Offices (Number an	d Street, City State, Zip Code)	Telephone Number (Including Area Code)						
1001 N. US Highway One, Suite 710,	, Jupiter, FL 33477	561-5,75-4006						
Address of Principal Business Operations	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)						
(if different from Executive Offices)								
		PROCESSE						
Brief Description of Business		000						
Investment Fund		JUN 0 4 200						
Type of Business Organization		TUDACON						
☐ corporation	X limited partnership, already formed	other (please specify) THOMSON						
☐ business trust	☐ limited partnership, to be formed	FINANCIAL						
	Month Year							
Actual or Estimated Date of Incorporation	n or Organization: 0 3 0 1	X Actual						
Jurisdiction of Incorporation or Organizat	tion: (Enter two-letter U.S. Postal Servi	ice abbreviation for State:						
	CN for Canada; FN for other forei	gn jurisdiction)						

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed copy or bear typed or printed signatures.

Filing Fee: There is no federal filing fee.

State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC	IDENTIFICATION DATA		
2. Enter the information requested of the following:			
• Each promoter of the issuer, if the issuer has been			
• Each beneficial owner having the power to vote	or dispose, or direct the vote or o	disposition of, 10%	or more of a class of
equity securities of the issuer;Each executive officer and director of corporat	e issuers and of corporate gener	al and managing na	rtners of nartnershin
issuers; and		ar and managing pa	rulers or partitership
Each general and managing partner of partnership		·	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	l Owner	□ Director X	General and/or Managing Partner
Full Name (Last name first, if individual)			
Advance Hedge Fund, LLC, a Delaware limited liabili	ty company		
Business or Residence Address (Number and Street, City,	State, Zip Code)		
1001 N. US Highway One, Suite 710, Jupiter, FL 334	77		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia		☐ Director ☐	General and/or
	of General Partner		Managing Partner
Full Name (Last name first, if individual)			
Jacobs, Jeffrey P.			
Business or Residence Address (Number and Street, City,	State, Zip Code)		
1001 N. US Highway One, Suite 710, Jupiter, FL 334	77		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	l Owner	☐ Director ☐	I General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>		·
Business or Residence Address (Number and Street, City,	State, Zip Code)		
•	· •		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	l Owner	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if individual)	-	-	3 3
Business or Residence Address (Number and Street, City,	State, Zip Code)		
, ,,	, . ,		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	l Owner	☐ Director ☐	General and/or
			Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City,	State, Zip Code)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial	l Owner	☐ Director ☐	I General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City,	State, Zip Code)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficia	al Owner	☐ Director ☐	General and/or
Sites Son(so) man rippij.	2 DACCUITO Officer		Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City,	State, Zip Code)		

					B. IN	FORMA'	TION ABO	OUT OFFE	ERING				
1.	Has th	ne issuer so	old, or does					ed investors 2, if filing ur		ering?	Yes		No X
2.	What	is the min	mum inve	stment that	t will be ac	cepted fr	om any ind	ividual?	•••••	******************	\$	250,0	00
3.						-	·			************		X	10 D
4.	similar an asso or dea	r remunera ociated pe iler. If m	ation for so rson or age ore than fi	olicitation on the one of a bro	of purchase oker or dea sons to be	ers in con ler registe	nection with the	th sales of s ne SEC and	securities is or with a s	directly or in the offering the offering the or state or	ng. If a p es, list the	erson to be name of th	listed is broker
Full	Name	(Last nam	e first, if i	ndividual)									
Bus	iness o	r Residence	e Address	(Number a	and Street,	City, Sta	te, Zip Cod	le)		<u> </u>			
Nan	ne of A	ssociated	Broker or	Dealer	· · · · · · · · · · · · · · · · · · ·	<u>-</u>						,	
				Has Solicit								ПА	ll States
	. □	AK 🗆	AZ 🗆	AR 🗆	CA 🗆	со 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🗆	GA □	н 🗆	ID 🗆
IL		IN 🗆	IA 🗆	ks □	KY □	LA 🗆	мЕ □	MD 🗆	ма 🗆	мі 🗆	MN 🗆	мѕ □	мо 🗆
MT		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	РА 🗆
R		sc □	SD 🗆	TN □	тх□	UT 🗆	VT 🗆	VA 🗆	wa 🗆	wv 🗆	wı 🗆	WY 🗆	PR 🗆
Full	Name	(Last nan	ne first, if i	ndividual)									
Bus	iness c	or Residence	ce Address	(Number	and Street,	City, Sta	te, Zip Coo	le)	<u>.</u>		· · · · · · · · · · · · · · · · · · ·	<u>.</u>	
Nan	ne of A	Associated	Broker or	Dealer	- 						···		
Stat				Has Solicit								П л	ll States
AL		AK 🗆	AZ 🗆	AR 🗆	CA 🗆	co 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🗖	GA □	u A	ID 🗆
	. 🗆	IN 🗆	IA 🗆	ks □	KY □	LA 🗆	ME 🗆	MD 🗆	MA 🗆	мі 🗆	MN 🗆	MS □	мо 🗆
	- 🗆	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
		sc 🗆	SD 🗆	TN 🗆	тх 🗆	UT 🗆	VT 🗆	VA 🗆	WA 🗆	wv 🗆	wi 🗆	WY 🗆	PR □
				ndividual)	F			***					
Bus	iness o	or Residen	ce Address	(Number	and Street,	City, Sta	te, Zip Coo	le)	<u>. </u>				
Nar	ne of A	Associated	Broker or	Dealer									
Stat				Has Solicit						***		·	·
	•				•								ll States
	. 🗆	AK 🗆	AZ 🗆	AR □	CA 🗆	со 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🗆	GA 🗆	ні 🗆	10 🗆
	. 🗆	IN 🗆	IA 🗆	ks □	KY 🗆	LA 🗆	ME 🗆	MD 🗆	MA 🗆	. мі 🗆	MN 🗆	MS □	мо 🗆
	г 🗆	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	им 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
R		sc 🗆	SD 🗆	TN 🗆	TX 🗆	UT 🗖	VT 🗆	VA 🗆	WA 🗆	wv 🗆	WI 🗆	WY 🗆	PR 🗆

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D U	SE OF PROCE	EDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.				
	Type of Security	C	Aggregate Offering Price	Aı	mount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	□ Common □ Preferred	Ψ		Ψ	
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests.		10,000,000	\$	2,000,000
	Other (Specify)		0	\$	0
	Total		10,000,000	\$	2,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.	•		•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				A
			Number Investors		Aggregate Ollar Amount of Purchases
	Accredited Investors		_1	\$	2,000,000
	Non-accredited Investors		0	\$	0
	Total		0	\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering		Type of Security	D	ollar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504		····	\$	
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗖	\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		X	\$	\$5,000
	Accounting Fees		🗆	\$	0
	Engineering Fees		🗆	\$	0

0

0

\$5,000

\$

\$

Sales Commissions (specify finders' fees separately).....

Total

Other Expenses (identify)

C. OFFERING PRICE, NU	MBER OF INVESTORS, EX	PEN	SES A	AND USE OF PR	OCE	EDS	
b. Enter the difference between the agg Part C - Question 1 and total expenses f 4.a. This difference is the "adjusted gross	urnished in response to Part C	- Q	uestio	n		\$	9,995,000
proposed to be used for each of the purpose is not known, furnish an estimate and che total of the payments listed must equal the	oses shown. If the amount for seck the box to the left of the essue adjusted gross proceeds to the	any p timat	urpos e. Th	e e			
forth in response to Part C – Question 4.b	above.			Payments to Officers, Directors & Affiliates			Payments to Others
Salaries and fees		X	\$	19,000		\$	
Purchase of real estate			\$			\$	
Purchase, rental or leasing and installment	of machinery and equipment.		\$			\$	
Construction or leasing of plant buildings			\$			\$	
Acquisition of other businesses (includinvolved in this offering that may be used securities of another issuer pursuant to a n	ling the value of securities in exchange for the assets or		\$			\$ -	
Repayment of indebtedness			\$			\$	
Working capital			\$			\$	
Other (specify):			\$		X	\$	9,976,000
<u> </u>							
			\$			\$	
Column Totals		X	\$	19,000	X	\$	9,976,000
Total Payments Listed (column totals add	ed)			X \$	9,	995,0	00
The second of th	D. FEDERAL SIGNAT	ruri	C opy .	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -			
The issuer has duly caused this notice to be since the following signature constitutes an undertwritten request of its staff, the information for Rule 502.	aking by the issuer to furnish t	to the	U.S.	Securities and Ex	chang	ge Co	mmission, upon
ssuer (Print or Type)	Signature	7/	/	Dar	te ,		
Advance Hedge Fund Equities, LP	1 Mills	18		5	/5	bo	02
Name of Signer (Print or Type)	Entle of Signer (Print or T				-/		
Jeffrey P. Jacobs	President of Advance Hed the General Partner of Ad	_	-		LP		

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No X
	See Appendix, Column 5, for state response.
2.	The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date /
Advance Hedge Fund Equities, LP		5/15/0002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jeffrey P. Jacobs	President of Advance Hedge Fund, LLC the General Partner of Advance Hedge	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	·		11	, AII	PENDIX					
1	2		3	4				5		
		i						Disqualification under State		
		i	Type of security						OE	
	Intend	to sell	and aggregate						attach	
	to non-ac		offering price			investor and		explana		
	investors	Item 1)	offered in State (Part C-Item 1)			rchased in State C-Item 2)	:	waiver g		
	(Fait D	rtem 1)	(Tart C-Item 1)	Nhc	(1 a11	T		(Tall D-	(Part E-Item 1)	
	i		ii	Number of Accredited		Number of Nonaccredited	i			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
CO										
CT										
DE										
DC										
FL										
GA										
HI										
ID			<u>. </u>							
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN										
MS										
МО										
MT										
NE							<u> </u>			
NV										
NH										
NJ										
NM										
NY										
NC										

APPENDIX 1 2 3 4 5 Disqualification under State Type of security ULOE Intend to sell and aggregate (if yes, attach Type of investor and to non-accredited offering price explanation of investors in State offered in State amount purchased in State waiver granted) (Part C-Item 2) (Part C-Item 1) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Nonaccredited State Yes No **Investors Investors** Yes Amount Amount No ND X 1 2,000,000 0 0 X ОН \$10.0M LP interests OK OR PA RI SCSD TN TXUT VT VA WA WV WI WY

PR